

RECORDATION NO. 25566 FILED

APR 29 '05 3-04 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

April 29, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Cargill, Inc. and Nabisco, Inc. Leases

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, dated as of April 28, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Assignee: ICX Corporation
2 Summit Drive
Suite 300
Cleveland, Ohio 44131

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

47 hopper cars within the series NAHX 550121 - NAHX 551383 as more particularly set forth in the equipment schedule attached to the document,
and
16 hopper cars: NAHX 550544 - NAHX 550559.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

APR 29 '05 3-04 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made and entered into as of April 28, 2005, by and between The Andersons, Inc. an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537("Assignor"), and ICX Corporation, a corporation organized under the laws of the state of Ohio, having its principal place of business a 2 Summit Park Drive, Suite 300, Cleveland, OH 44131("Assignee").

WHEREAS, The Andersons, Inc., as Lessor, has had assigned to it those Leases described in Schedule 1 (referred to as the "Subleases") pertaining to the railcars described in Schedule 1. Evidence of such assignment has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 under _____.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Leases; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

[Signature Page to Follow]

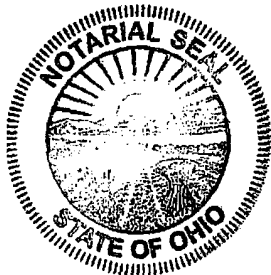
ASSIGNOR: THE ANDERSONS, INC.

By: Gary Smith
Gary Smith
Vice President, Finance and Treasurer

STATE OF OHIO)
COUNTY OF LUCAS) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Gary Smith, Vice President, Finance and Treasurer of The Andersons, Inc., and he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this 29th day of April, 2005.



Judy A. Baldwin
Notary Public
My commission expires 2/01/2010

JUDY A. BALDWIN
Notary Public, State of Ohio
Commission Expires 2/01/2010

ASSIGNEE: ICX CORPORATION

By: *Dennis J. Diemer*
Name: Dennis J. Diemer
Title: Vice President

STATE OF OHIO)
) ss:
COUNTY OF CUYAHOGA)

Before me, a Notary Public, in and for said county and state, personally appeared DENNIS J. DIEMER, the VICE PRESIDENT of ICX CORPORATION, an OHIO corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at CLEVELAND, OHIO this 29th day of APRIL, 2005.

Debra A. Grim
Notary Public **DEBRA A. GRIM**
My Commission Expires NOTARY PUBLIC - STATE OF OHIO
My commission expires Dec. 3, 2006

SCHEDULE 1

Subleases

Cargill Incorporated, sometimes known as Cargill, Inc. ("Cargill")

1. Rider No. 139 to Car Leasing Agreement No. 1285-05, dated as of October 19, 2000, between Seller and Cargill.
2. Car Leasing Agreement 1285-5, dated as of January 1, 1984, between Cargill and Seller.
3. Amendment No. 1 to Car Leasing Agreement 1285-5, dated as of October 21, 1994, between Seller and Cargill.
4. Letter Amending Section 5 of Car Leasing Agreement 1285-5, dated May 18, 1990, from Seller to Cargill.

Nabisco, Inc., sometimes known as Nabisco, Incorporated ("Nabisco")

1. Rider No. 6 Renewal No. 3 to Car Leasing Agreement 5965-83, dated March 10, 2005, between Seller and Nabisco.
2. Car Leasing Agreement 5965-83, dated as of March 14, 1984, between Seller and Nabisco Brands, Inc.

Cars

PD Hoppers

<u>Unit Count</u>	<u>Lessee</u>	<u>AAR</u>		<u>AAR</u>
		<u>Reporting Mark</u>		<u>Car Code</u>
1	Cargill, Inc.	NAHX	550121	C614
2	Cargill, Inc.	NAHX	550207	C614
3	Cargill, Inc.	NAHX	550276	C614
4	Cargill, Inc.	NAHX	550278	C614
5	Cargill, Inc.	NAHX	550296	C614
6	Cargill, Inc.	NAHX	550399	C614
7	Cargill, Inc.	NAHX	550401	C614
8	Cargill, Inc.	NAHX	550402	C614
9	Cargill, Inc.	NAHX	550407	C614
10	Cargill, Inc.	NAHX	550410	C614
11	Cargill, Inc.	NAHX	550411	C614
12	Cargill, Inc.	NAHX	550412	C614
13	Cargill, Inc.	NAHX	550523	C614
14	Cargill, Inc.	NAHX	550524	C614
15	Cargill, Inc.	NAHX	550756	C614
16	Cargill, Inc.	NAHX	550824	C614
17	Cargill, Inc.	NAHX	550826	C614
18	Cargill, Inc.	NAHX	550827	C614
19	Cargill, Inc.	NAHX	551027	C614
20	Cargill, Inc.	NAHX	551031	C614
21	Cargill, Inc.	NAHX	551354	C614
22	Cargill, Inc.	NAHX	551355	C614
23	Cargill, Inc.	NAHX	551356	C614
24	Cargill, Inc.	NAHX	551357	C614
25	Cargill, Inc.	NAHX	551358	C614
26	Cargill, Inc.	NAHX	551359	C614
27	Cargill, Inc.	NAHX	551360	C614
28	Cargill, Inc.	NAHX	551361	C614
29	Cargill, Inc.	NAHX	551362	C614
30	Cargill, Inc.	NAHX	551363	C614
31	Cargill, Inc.	NAHX	551364	C614
32	Cargill, Inc.	NAHX	551365	C614
33	Cargill, Inc.	NAHX	551366	C614
34	Cargill, Inc.	NAHX	551367	C614
35	Cargill, Inc.	NAHX	551368	C614
36	Cargill, Inc.	NAHX	551369	C614
37	Cargill, Inc.	NAHX	551371	C614
38	Cargill, Inc.	NAHX	551372	C614
39	Cargill, Inc.	NAHX	551373	C614
40	Cargill, Inc.	NAHX	551374	C614
41	Cargill, Inc.	NAHX	551375	C614
42	Cargill, Inc.	NAHX	551376	C614
43	Cargill, Inc.	NAHX	551377	C614
44	Cargill, Inc.	NAHX	551378	C614
45	Cargill, Inc.	NAHX	551380	C614
46	Cargill, Inc.	NAHX	551381	C614
47	Cargill, Inc.	NAHX	551383	C614

Cars

5150 cf PD Hopper

<u>Unit</u> <u>Count</u>	<u>Lessee</u>	<u>AAR</u> <u>Reporting</u> <u>Mark</u>	<u>AAR</u> <u>Car</u> <u>Code</u>
1	Nabisco, Inc.	NAHX 550553	C614
2	Nabisco, Inc.	NAHX 550549	C614
3	Nabisco, Inc.	NAHX 550559	C614
4	Nabisco, Inc.	NAHX 550551	C614
5	Nabisco, Inc.	NAHX 550552	C614
6	Nabisco, Inc.	NAHX 550556	C614
7	Nabisco, Inc.	NAHX 550545	C614
8	Nabisco, Inc.	NAHX 550544	C614
9	Nabisco, Inc.	NAHX 550546	C614
10	Nabisco, Inc.	NAHX 550547	C614
11	Nabisco, Inc.	NAHX 550557	C614
12	Nabisco, Inc.	NAHX 550554	C614
13	Nabisco, Inc.	NAHX 550558	C614
14	Nabisco, Inc.	NAHX 550555	C614
15	Nabisco, Inc.	NAHX 550550	C614
16	Nabisco, Inc.	NAHX 550548	C614

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: April 29, 2005



Robert W. Alvord